

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE PNC FINANCIAL SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Pennsylvania 25-1435979
(State or other jurisdiction of (IRS Employer Identification No.)
incorporation or organization)

One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-1553
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

THE PNC FINANCIAL SERVICES GROUP, INC. 1997 LONG-TERM INCENTIVE AWARD PLAN
(Full title of the plan)

Walter E. Gregg, Jr.
Vice Chairman
The PNC Financial Services Group, Inc.
One PNC Plaza
249 Fifth Avenue
Pittsburgh, Pennsylvania 15222-2707
(412) 762-2281
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
Steven Kaplan, Esq.
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004
(202) 942-5000

Calculation of Registration Fee

<TABLE>
<CAPTION>

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
<S> Common Stock, \$5.00 Par Value (3)	<C> 22,000,000 (4)	<C> \$70.0625	<C> \$1,541,375,000.00	<C> \$385,343.75

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- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers any additional securities which may become issuable pursuant to anti-dilution provisions of the 1997 Long-Term Incentive Plan.
- (2) Estimated solely for the purpose of determining the registration fee in accordance with Rule 457(h). Calculated on the basis of the average of the high and low sale prices of the Registrant's Common Stock as reported on January 12, 2001 on the New York Stock Exchange, which date is within 5 business days prior to the date of the filing of this Registration Statement.
- (3) Each share of Common Stock includes a Preferred Share Purchase Right pursuant to the Registrant's Rights Agreement.
- (4) Pursuant to Rule 429 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), the prospectus relating to this Registration Statement also relates to the shares registered under Form

S-8 Registration Statement No. 33-54960, and Post-Effective Amendment No. 1 thereto. Shares issuable under the 1997 Long-Term Incentive Plan have been previously registered under the Securities Act, of which 1,425,221 are being carried forward pursuant to this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The purpose of this Registration Statement is to register an additional 22,000,000 shares of Common Stock for issuance pursuant to The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, as amended (the "Plan"). Pursuant to General Instruction E to Form S-8, except as set forth below, the contents of Registration Statement No. 33-54960, and Post-Effective Amendment No. 1 thereto, are incorporated herein by reference.

ITEM 8. EXHIBITS

The following exhibits are filed as part of this Registration Statement or, where so indicated, have been previously filed and are incorporated herein by reference.

- Exhibit 4.1 Articles of Incorporation, as amended and restated as of March 14, 2000, incorporated by reference from Exhibit 3.1 to the Registrant's Form 10-K for the period ended December 31, 1999 (File No. 1-9718).
- Exhibit 4.2 By-Laws, as amended, incorporated by reference from Exhibit 99.2 of the Registrant's Current Report on Form 8-K dated January 15, 1998.
- Exhibit 4.3 Rights Agreement, dated as of May 15, 2000, between The PNC Financial Services Group, Inc. and The Chase Manhattan Bank, which includes the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C, incorporated by reference from Exhibit 1 to the Registrant's Report on Form 8-A filed May 23, 2000.
- Exhibit 5 Opinion of Karen M. Barrett, Senior Counsel, The PNC Financial Services Group, Inc., filed herewith.
- Exhibit 23.1 Consent of Karen M. Barrett, Senior Counsel, The PNC Financial Services Group, Inc., included in the opinion filed as Exhibit 5 hereto.
- Exhibit 23.2 Consent of Ernst & Young, LLP, filed herewith.
- Exhibit 24 Powers of Attorney, filed herewith.
- Exhibit 99.1 The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, as amended, incorporated by reference from Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pittsburgh, Commonwealth of Pennsylvania on January 17, 2001.

THE PNC FINANCIAL SERVICES GROUP, INC.

By: /s/ Robert L. Haunschild

Robert L. Haunschild
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

* ----- Jane G. Pepper	Director	January 17, 2001
* ----- Jackson H. Randolph	Director	January 17, 2001
* ----- Roderic H. Ross	Director	January 17, 2001
* ----- Lorene K. Steffes	Director	January 17, 2001
* ----- Thomas J. Usher	Director	January 17, 2001
* ----- Milton A. Washington	Director	January 17, 2001
* ----- Helge H. Wehmeier	Director	January 17, 2001

*By: /s/ Karen M. Barrett

Karen M. Barrett, Attorney-in-Fact,
pursuant to Powers of Attorney filed
herewith

</TABLE>

INDEX TO EXHIBITS

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Exhibit 5	Opinion of Karen M. Barrett, Senior Counsel, The PNC Financial Services Group, Inc., filed herewith.
Exhibit 23.1	Consent of Karen M. Barrett, Senior Counsel, The PNC Financial Service Group, Inc., included in the opinion filed as Exhibit 5 hereto.
Exhibit 23.2	Consent of Ernst & Young, LLP, filed herewith.
Exhibit 24	Powers of Attorney, filed herewith
Exhibit 99.1	The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan, as amended, incorporated by

reference from Exhibit 10.5 to the Registrant's
Quarterly Report on Form 10-Q for the quarter ended
March 31, 2000.

January 16, 2001

The PNC Financial Services Group, Inc.
249 Fifth Avenue
Pittsburgh, PA 15222-2707

Re: The PNC Financial Services Group, Inc.
Common Stock, \$5.00 par value
22,000,000 shares

The PNC Financial Services Group, Inc.
1997 Long-Term Incentive Plan, as amended (the "Plan")

Ladies and Gentlemen:

This opinion is being submitted in connection with a Registration Statement on Form S-8 (the "Registration Statement") being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, in respect of 22,000,000 shares of the Common Stock, par value \$5.00 per share, of The PNC Financial Services Group, Inc. (the "Common Stock" and the "Company," respectively).

I have examined and am familiar with the Restated Articles of Incorporation and the By-Laws, both as amended, of the Company, a Pennsylvania corporation. I am of the opinion that the Company is a duly organized and validly existing corporation under the laws of the Commonwealth of Pennsylvania.

I am further of the opinion that the corporate proceedings to authorize the issuance of 22,000,000 shares of Common Stock for use under the Plan have been duly taken in accordance with the applicable law, and that said 22,000,000 shares of Common Stock have been duly authorized for issuance.

In addition, I am of the opinion that the 22,000,000 shares reserved, when issued as provided in the Plan and the corporate proceedings related thereto, will be legally issued, fully paid and nonassessable.

I know that I am referred to in the Registration Statement relating to the Common Stock to be issued pursuant to the Plan, and I hereby consent to such use of my name in such Registration Statement and to the use of this opinion for filing as an exhibit to such Registration Statement as Exhibit 5 thereto.

Very truly yours,

/s/ Karen M. Barrett

Karen M. Barrett,
Senior Counsel,
The PNC Financial Services Group, Inc.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-_____) pertaining to The PNC Financial Services Group, Inc. 1997 Long-Term Incentive Award Plan of our report dated January 20, 2000, with respect to the consolidated financial statements of The PNC Financial Services Group, Inc. incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1999, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

January 12, 2001
Pittsburgh, Pennsylvania

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.
1997 LONG-TERM INCENTIVE AWARD PLAN

Each of the undersigned directors and/or officers of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., Karen M. Barrett and Thomas R. Moore, and each of them individually, with full power to act without the others and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact and agent to execute for the undersigned and in his or her name, place and stead, in any and all capacities, the Registration Statement on Form S-8 (or other appropriate form) to be filed for the offering of shares of PNC common stock in connection with the above-referenced plan, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such registration statement, and any subsequent registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulating body, hereby granting to said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as the undersigned might or could do in person;

And each of the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the following persons have duly signed this Power of Attorney this 4th day of January, 2001.

Name/Signature	Capacity
/s/ James E. Rohr ----- James E. Rohr	President, Chief Executive Officer and Director
/s/ Thomas H. O'Brien ----- Thomas H. O'Brien	Chairman and Director
/s/ Paul W. Chellgren ----- Paul W. Chellgren	Director
/s/ Robert N. Clay ----- Robert N. Clay	Director
/s/ George A. Davidson, Jr. ----- George A. Davidson, Jr.	Director
/s/ David F. Girard-diCarlo ----- David F. Girard-diCarlo	Director
/s/ Walter E. Gregg, Jr. ----- Walter E. Gregg, Jr.	Vice Chairman and Director
/s/ Robert L. Haunschild ----- Robert L. Haunschild	Senior Vice President and Chief Financial Officer
/s/ Bruce C. Lindsay ----- Bruce C. Lindsay	Director

/s/ Samuel R. Patterson ----- Samuel R. Patterson	Controller (Principal Accounting Officer)
/s/ Jane G. Pepper ----- Jane G. Pepper	Director
/s/ Jackson H. Randolph ----- Jackson H. Randolph	Director
Roderic H. Ross ----- Roderic H. Ross	Director
/s/ Lorene K. Steffes ----- Lorene K. Steffes	Director
/s/ Thomas J. Usher ----- Thomas J. Usher	Director
/s/ Milton A. Washington ----- Milton A. Washington	Director
/s/ Helge H. Wehmeier ----- Helge H. Wehmeier	Director

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.
1997 LONG-TERM INCENTIVE AWARD PLAN

The undersigned director of The PNC Financial Services Group, Inc. ("PNC"), a Pennsylvania corporation, hereby names, constitutes and appoints Walter E. Gregg, Jr., Karen M. Barrett and Thomas R. Moore, and each of them individually, with full power to act without the others and with full power of substitution and resubstitution, the undersigned's true and lawful attorney-in-fact and agent to execute for the undersigned and in his name, place and stead, in any and all capacities, the Registration Statement on Form S-8 (or other appropriate form) to be filed for the offering of shares of PNC common stock in connection with the above-referenced plan, and any successor plan or plans, and any and all amendments (including post-effective amendments) to such registration statement, and any subsequent registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and any and all other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulating body, hereby granting to said attorneys-in-fact and agents, and each of them acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith as fully to all intents and purposes as the undersigned might or could do in person;

And the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has duly signed this Power of Attorney this 10th day of January, 2001.

Name/Signature -----	Capacity -----
/s/ W. Craig McClelland ----- W. Craig McClelland	Director

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.
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And the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has duly signed this Power of Attorney this 9th day of January, 2001.

Name/Signature - - - - -	Capacity - - - - -
/s/ William R. Johnson - - - - - William R. Johnson	Director

POWER OF ATTORNEY

THE PNC FINANCIAL SERVICES GROUP, INC.
1997 LONG-TERM INCENTIVE AWARD PLAN

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And the undersigned hereby ratifies and confirms all that any said attorney-in-fact and agent, or any substitute, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has duly signed this Power of Attorney this 10th day of January, 2001.

Name/Signature - - - - -	Capacity - - - - -
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/s/ Thomas A. Corcoran

Director

Thomas A. Corcoran